

RECORDATION NO. 26087 FILED

DEC 29 '05 10-20 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

December 29, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4, Lease Supplement No. 5 and Lease Supplement No. 6, dated December 29, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Wells Fargo Bank Northwest, National
Association
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111

Lessee: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York 10036

Mr. Vernon A. Williams
December 29, 2005
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A description of the railroad equipment covered by the enclosed document is:

3 SD70M-2 locomotives: CEFX 140CEFX 142

29 tank cars within the series DBUX 300866 - DBUX 300801 as more particularly set forth in the equipment schedule attached to the document,

16 tank cars: DBUX 300866 - DBUX 300874 and DBUX 300887 - DBUX 300893

280 BethGon II coal gondola cars: MWGX 281 - MWGX 560

and

29 tank cars within the series PLMX 137440 - PLMX 137745 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4, Lease Supplement No. 5 and Lease Supplement No. 6.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,


Robert W. Alford

RWA/anm
Enclosures

**MEMORANDUM OF LEASE AGREEMENT, LEASE SUPPLEMENT NO. 1,
LEASE SUPPLEMENT NO. 2, LEASE SUPPLEMENT NO. 3, LEASE SUPPLEMENT NO. 4,
LEASE SUPPLEMENT NO. 5, AND LEASE SUPPLEMENT NO. 6
(Surface Transportation Board)**

THIS MEMORANDUM OF LEASE, LEASE SUPPLEMENT NO. 1, LEASE SUPPLEMENT NO. 2, LEASE SUPPLEMENT NO. 3, LEASE SUPPLEMENT NO. 4, LEASE SUPPLEMENT NO. 5, AND LEASE SUPPLEMENT NO. 6 dated December 29, 2005, is between WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Owner Trustee (the "Lessor"), and THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Lessee has leased from Lessor certain railcars and locomotives identified on Schedules 1, 2, 3, 4, 5 and 6 attached hereto, under Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4, Lease Supplement No. 5 and Lease Supplement No. 6, to that certain Equipment Lease Agreement (CIT Rail Trust 2005-2), dated as of December 29, 2005 (hereinafter together as amended, modified, supplemented and or replaced from time to time as the "Lease").

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, NOT IN ITS
INDIVIDUALLY CAPACITY BUT SOLELY AS
OWNER TRUSTEE, AS LESSOR

By: _____

Name: Brett R. King

Title: Vice President

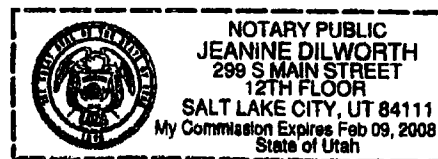
STATE OF UTAH)
) ss:
COUNTY OF Salt Lake)

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Salt Lake this ____ day of December, 2005 by Brett R. King, as Vice President of Wells Fargo Bank Northwest, National Association.

My commission expires: _____

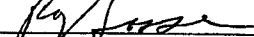
[Notarial Seal]

Notary Public



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

THE CIT GROUP/EQUIPMENT FINANCING,
INC., AS LESSEE

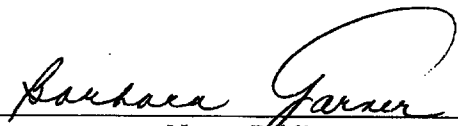
By: 

Name: Roy Gosse

Title: Vice President

STATE OF ny ss:
COUNTY OF ny

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of New York this ____ day of December, 2005 by Roy Gosse, as Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation.


Notary Public

My commission expires: _____
BARBARA GARNER
Notary Public, State of New York
No. 01GAS063133
Qualified in Nassau County
Certificate filed in New York County
Commission Expires Sept. 3, 2006

[Notarial Seal]

SCHEDULE 1

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 1

Basic Group	Number	Description/Type	Mark and Numbers
A.	140	110 ton 4493 cu. ft. Johnstown BethGon II Aluminum Coal Gondolas	MWGX 281-420

SCHEDULE 2

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 2

Basic Group	Number	Description/Type	Mark and Numbers
E.	140	110 ton 4493 cu. ft. Johnstown BethGon II Aluminum Coal Gondolas	MWGX 421-560

SCHEDULE 3

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 3

Basic Group	Number	Description/Type	Mark and Numbers
C.	15	30,000 gallon capacity tank cars non-coiled and non-insulated	DBUX 300867-300874 and DBUX 300887-300893

SCHEDULE 4

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 4

Basic Group	Number	Description/Type	Mark and Numbers
D.	30	30,000 gallon capacity tank cars non-coiled and non-insulated	See Schedule 1A

Schedule 1A

Basic Group D Car Numbers	
DBUX	300570
DBUX	300582
DBUX	300597
DBUX	300598
DBUX	300599
DBUX	300601
DBUX	300602
DBUX	300603
DBUX	300604
DBUX	300605
DBUX	300606
DBUX	300608
DBUX	300609
DBUX	300610
DBUX	300611
DBUX	300612
DBUX	300614
DBUX	300705
DBUX	300706
DBUX	300708
DBUX	300711
DBUX	300712
DBUX	300714
DBUX	300715
DBUX	300716
DBUX	300719
DBUX	300720
DBUX	300786
DBUX	300801
DBUX	300866

SCHEDULE 5

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 5

Basic Group	Number	Description/Type	Mark and Numbers
E.	153	Trinity 33,600 gallon capacity pressurized, non-insulated tank cars	PLMX See Schedule 1B for Numbers

Schedule 1B

Basic Group E Car Numbers

137440	137508	137545	137584	137688
137441	137509	137546	137587	137689
137442	137510	137548	137588	137690
137445	137512	137549	137590	137691
137446	137514	137552	137591	137692
137447	137516	137553	137592	137693
137449	137518	137554	137593	137694
137451	137519	137555	137599	137697
137456	137520	137556	137601	137718
137462	137522	137557	137602	137720
137465	137523	137558	137606	137725
137466	137524	137559	137608	137728
137467	137525	137560	137610	137729
137468	137526	137561	137611	137730
137469	137527	137563	137612	137732
137470	137528	137564	137613	137733
137471	137529	137566	137614	137735
137472	137530	137567	137615	137737
137474	137531	137568	137674	137738
137475	137532	137569	137675	137739
137476	137533	137571	137676	137740
137477	137534	137572	137677	137741
137479	137535	137573	137678	137743
137483	137536	137574	137679	137744
137485	137537	137575	137680	137745
137487	137538	137576	137681	
137488	137539	137577	137682	
137490	137540	137578	137683	
137492	137541	137579	137684	
137498	137542	137580	137685	
137500	137543	137582	137686	
137507	137544	137583	137687	

SCHEDULE 6

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 6

Basic Group	Number	Description/Type	Mark and Numbers
F.	3	EMD SD70M-2 locomotives	CEFX 140-142

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: December 29, 2005

A handwritten signature in cursive script, appearing to read "Edward M. Luria", written over a horizontal line.

Edward M. Luria